

Docket No. 2012-414-C

For a Certificate of Public Convenience
and Necessity to Provide Facilities-
Based and Resold Local Exchange and
Interexchange (Including Exchange
Access) Telecommunications Services
Throughout the State of South Carolina,
and For Flexible Regulation and
Alternative Regulation

STIPULATION

The South Carolina Telephone Coalition (“SCTC”) (see attachment “A” for list of companies) and Zayo Group, LLC (“Zayo”) hereby enter into the following stipulations. As a consequence of these stipulations and conditions, SCTC does not oppose Zayo’s Application. SCTC and Zayo stipulate and agree as follows:

1. SCTC does not oppose the granting of a statewide Certificate of Public Convenience and Necessity to Zayo, provided the South Carolina Public Service Commission (“Commission”) makes the necessary findings to justify the granting of such a Certificate, and provided the conditions contained within this Stipulation are met.
2. Zayo stipulates and agrees that any Certificate which may be granted will authorize Zayo to provide service only to customers located in non-rural, local exchange company (“LEC”) service areas of South Carolina, except as provided herein.

3. Zayo stipulates that it is not asking the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas.

4. Zayo stipulates and agrees that it will not provide any local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, unless and until Zayo provides such rural incumbent LEC and the Commission with written notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. Also, Zayo acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause.

5. Zayo stipulates and agrees that, if Zayo gives notice that it intends to serve a customer located in a rural incumbent LEC's service area, and either (a) the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law within such 30-day period, or (b) the Commission institutes a proceeding of its own, then Zayo will not provide service to any customer located within the service area in question without prior and further Commission approval.

6. Zayo acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such

proposed service which the Commission may implement, so long as such policies, procedures, and guidelines do not conflict with Federal or State law.

7. The parties stipulate and agree that all rights under Federal and State law are reserved to the rural incumbent LECs and Zayo, and this Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled.

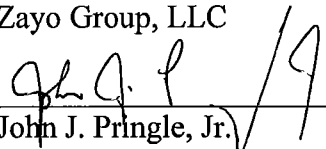
8. Zayo agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

9. Zayo hereby amends its application and its prefiled testimony in this docket to the extent necessary to conform with this Stipulation.

10. Notwithstanding any provision contained herein, the terms, conditions, and limitations of this Stipulation apply only in those instances where a rural telephone company's federal rural exemption under 47 U.S.C. § 251(f)(1) is implicated.

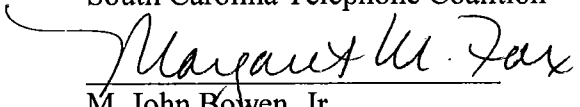
AGREED AND STIPULATED to this 24th day of January, 2013.

Zayo Group, LLC


John J. Pringle, Jr.
Ellis, Lawhorne & Sims, P.A.
PO Box 2285
Columbia, SC 29202

Attorneys for Applicant
Zayo Group, LLC

South Carolina Telephone Coalition


M. John Bowen, Jr.
Margaret M. Fox
McNair Law Firm, P.A.
Post Office Box 11390
Columbia, South Carolina 29211
(803) 799-9800

Attorneys for
South Carolina Telephone Coalition